

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES Z

RECORDATION NO. 7764 Filed & Recorded

APR 4 1975 - 4 00 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

Dated as of April 9, 1975

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of January 1, 1975

Between

NORFOLK AND WESTERN RAILWAY COMPANY

and

FIRST PENNSYLVANIA BANK N.A., as Trustee

SUPPLEMENTAL AGREEMENT

AGREEMENT, dated as of April 9, 1975, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and FIRST PENNSYLVANIA BANK N.A., a corporation existing under the laws of the United States (the "Trustee").

R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series Z," was created by an Equipment Trust Agreement dated as of January 1, 1975 (the "Trust Agreement"), between the Trustee and the Company, which provided that the railroad equipment described in the Trust Agreement (the "Trust Equipment"), having an aggregate final Cost at least equal to 125% of the aggregate principal amount of Trust Certificates issued under the Trust Agreement, was to be acquired by the Trustee and leased to the Company.

The Trust Agreement provides that at any time the Trustee may, on Request from the Company, invest moneys held by the Trustee under the Trust Agreement in certain defined Investments.

The Trust Agreement also provides that, if deemed necessary and desirable, other Equipment, of the same or

different types, may be included in the Trust in lieu of any of the Trust Equipment specifically described in the Trust Agreement.

The Trust Agreement also provides that if the Company causes Equipment to be substituted for the Trust Equipment specifically described therein, such substituted Equipment shall be included by supplement thereto.

It is deemed necessary and desirable to procure for the transportation services of the Company other Equipment in lieu of some of the Trust Equipment specifically described in the Trust Agreement, and at the same time to provide more current Estimated Cost figures for the Trust Equipment.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the Company and the Trustee hereby agree as follows:

1. Schedule A, attached hereto, is hereby substituted for the original Schedule A of the Trust Agreement.

2. The definition of Investments in Section 1.02 of the Trust Agreement is amended to omit subsections "(b)" and "(c)," to omit the parenthetical letter "(a)" in the first line thereof, and to substitute a period for the comma in the fifth line thereof.

3. The Company shall cause this Supplemental Agreement to be recorded promptly with the Interstate Commerce Commission in the same manner as the Trust Agreement was recorded.

4. This Supplemental Agreement, which is dated for convenience as of April 9, 1975, may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

5. The Trust Equipment described in attached Schedule A shall be subject to all of the terms and conditions set forth in the Trust Agreement as fully as if said terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement shall be deemed to be supplemented so as to include the Trust Equipment therein described and the definition of Investments as herein modified from and after the date hereof. Except as modified by this Supplemental Agreement, all terms, covenants and provisions of the Trust Agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their

proper officers and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

NORFOLK AND WESTERN RAILWAY COMPANY

By John R. Turpin
Vice President of Finance

ATTEST:

D. E. Middleton
Secretary

FIRST PENNSYLVANIA BANK N.A., as
Trustee

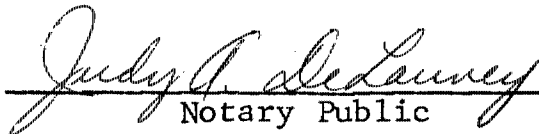
By Wm. M. Kray
Vice President
W. M. KRAY

ATTEST:

D. P. Dorrian
Secretary
D. P. DORRIAN
ASSISTANT SECRETARY

COMMONWEALTH OF VIRGINIA)
) ss.:
 CITY OF ROANOKE)

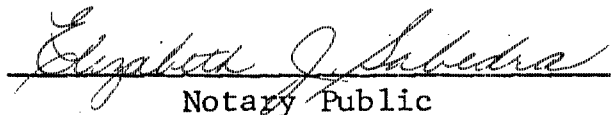
On this 20th day of February, 1975, before me personally appeared John R. Turbyfill, to me personally known, who, being by me duly sworn, says that he is Vice President - Finance of Norfolk and Western Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.


 Notary Public

My Commission Expires April 5, 1977

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
 COUNTY OF PHILADELPHIA)

On this 28th day of February, 1975, before me personally appeared M. M. Krayen, to me personally known, who, being by me duly sworn, says that he is a Vice President of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.


 Notary Public

Notary Public, Philadelphia, Philadelphia Co.
 My Commission Expires March 1, 1976

SCHEDULE A

Number of Units	Description and Builder	Estimated Cost	
		Unit	Total
26	89'4" Fully Enclosed Tri-level Cars ("Snap-Paks"), numbered 400001 to 400026, inclusive, Whitehead and Kales Company, builder	\$ 54,500	\$ 1,417,000
150	55' 100-ton Coil Steel Cars, numbered 169700 to 169849, inclusive, United States Railway Equipment Co., builder	33,800	5,070,000
60	60' 100-ton Flat Cars, numbered 300300 to 300359, inclusive, Southern Iron & Equipment Co., builder	27,400	1,644,000
28	3000 h.p. Diesel Locomotives, numbered 6073 to 6100, inclusive, General Motors Corporation (Electro-Motive Division), builder	415,806	11,642,568
10	3000 h.p. Diesel Locomotives, numbered 6101 to 6110, inclusive, General Motors Corporation (Electro-Motive Division), builder	415,340	4,153,400
530	100-ton Open Top Hopper Cars, numbered 138001 to 138530, inclusive, Norfolk and Western Railway Company, builder	23,000	12,190,000
17	100-ton 52'6" Gondola Cars, numbered 189683 to 189699, inclusive, Norfolk and Western Railway Company, builder	20,701	351,917
50	100-ton 52'6" Gondola Cars, numbered 14001 to 14050, inclusive, Norfolk and Western Railway Company, builder*	20,701	1,035,050
			<u>\$37,503,935</u>

SCHEDULE A (Continued)

- * These 50 cars are to carry the markings of and be made available for the possession and use of Delaware and Hudson Railway Company, an Affiliate of Norfolk and Western Railway Company, pursuant to Sections 4.06 and 4.08 hereof.